

Dion W. Hayes (VSB No. 34304)  
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McGUIREWOODS LLP  
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Attorneys for the Debtors and  
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

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In re:	:	Chapter 11
	:	
Greenbrier Hotel Corporation, <u>et al.</u> ,	:	Case No. 09-31703 (KRH)
	:	
Debtors.	:	Jointly Administered
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**SUPPLEMENTAL DECLARATION OF DION W. HAYES  
PURSUANT TO BANKRUPTCY RULES 2014 AND 2016 IN  
SUPPORT OF APPLICATION TO EMPLOY AND RETAIN  
McGUIREWOODS LLP AS COUNSEL FOR THE  
DEBTORS PURSUANT TO 11 U.S.C. §§ 327(a) AND 329**

I, DION W. HAYES, declare that:

1. I am a partner of the firm of McGuireWoods LLP, which maintains an office for the practice of law at One James Center, 901 East Cary Street, Richmond, Virginia 23219-4030. I am a member in good standing of the bars of the Commonwealth of Virginia, and the States of New York and Maryland, and the District of Columbia. I submit this supplemental declaration pursuant to 11 U.S.C. §§ 327 and 329 and Fed. R. Bankr. P. 2014 and 2016 in further support of the Application to Employ and Retain McGuireWoods LLP as Counsel for the Debtors Pursuant to 11

U.S.C. §§ 327(a) and 329 (the “**Application**”)<sup>1</sup> (Docket No. 72) and in furtherance of the Declaration of Dion W. Hayes Pursuant to Bankruptcy Rules 2014 and 2016 in Support of Application to Employ and Retain McGuireWoods LLP as Counsel for the Debtors Pursuant to 11 U.S. C. §§ 327(a) and 329 filed in support of the Application. Except as otherwise indicated, I have personal knowledge of the matters set forth herein and if called as a witness, would testify competently thereto. However, certain of the disclosures herein relate to matters within the knowledge of other attorneys or personnel at McGuireWoods and are based on information provided by them.

### **PROFESSIONAL COMPENSATION**

2. On May 6, 2009 (the “**Stock Sale Closing**”), CSX Corporation (“**CSX**”) and the Justice Family Group, LLC (the “**Purchaser**”) executed and closed that certain Stock Purchase Agreement (the “**Stock Purchase Agreement**”), pursuant to which CSX transferred to the Purchaser its 100% ownership of a newly created entity, The Chesapeake and Ohio Traveler, Inc. (“**C&O Traveler**”). CSX had previously transferred to C&O Traveler its stock in the Greenbrier Resort and Club Management Company, one of the Debtors herein and the direct or indirect parent of the remaining Debtors herein.

3. Under the provisions of the Stock Purchase Agreement, CSX is required to reimburse the Purchaser for the professional fees and expenses of McGuireWoods accrued for work for the Debtors from the Petition Date through the Stock Sale Closing.

### **DISINTERESTEDNESS OF McGUIREWOODS**

4. Except as otherwise set forth herein or in the Application and Declaration filed in connection therewith, McGuireWoods (a) does not have any connection with the Debtors or their

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Application.

affiliates, their creditors, the U.S. Trustee or any person employed in the Office of the U.S. Trustee, or any other party in interest or their respective attorneys and accountants, (b) is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, and (c) does not hold or represent any interest adverse to the estates.

5. McGuireWoods has searched its computer database of Firm clients with respect to all parties listed in Exhibit A attached hereto, a list of "parties in interest" prepared by the Debtors as a result of the Stock Sale Closing.

6. McGuireWoods currently represents a firm client in certain litigation pending against Sequoia Energy, LLC and Bluestone Industries, Inc., each of which is a non-Debtor affiliate of the Purchaser, and thus each is now a non-Debtor affiliate of the Debtors. Such litigation is unrelated to the Debtors and unrelated to these bankruptcy cases. McGuireWoods has obtained the necessary consents to continue to represent the Debtors in these bankruptcy cases and its other firm client in the pending unrelated litigation.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

Executed on May 18, 2009 in Richmond, Virginia.

/s/ Dion W. Hayes  
Dion W. Hayes  
Partner, McGuireWoods LLP

**EXHIBIT A**

(List of Potential Parties in Interest)

James C. Justice, II	Affiliate
James C. Justice, III	Affiliate
Jillean L. Justice	Affiliate
Justice Family Group, LLC	Affiliate

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